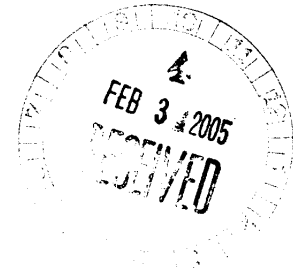




The David J. Joseph Company



February 1, 2005

RECORDATION NO. 25436 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

FEB 03 05

1-00 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of January 31, 2005 between the following parties:

Lessee: Ohio Central Railroad, Inc.
47849 Papermill Rd
Coshocton, OH 43812

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see exhibit A for the equipment, one hundred twenty-one (121) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 1 to Railroad Equipment Lease dated as of January 31, 2005 related to one hundred twenty-one (121) railcars bearing reporting marks MVRV 7299, MVRV 79000-79240, sporadic.

Please file this as a primary document.

The filing fee for this document in the amount of \$32.00 is included on Check No. 567842. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

RECORDATION NO. 25436 FILED

FEB 03 '05

1-00 PM

**MEMORANDUM OF
AMENDMENT NO. 1 TO
RAILROAD EQUIPMENT LEASE**

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO THE RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 1") entered into this 31st day of January 31, 2005, is intended to evidence the amendment dated as of January 28, 2005 (the "Amendment No. 1"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD, INC.**, an Ohio corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the one hundred twenty-one (121) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Jere McIntyre

Title: Vice President and Treasurer

STATE OF OHIO
COUNTY OF HAMILTON

)
) SS:
)

The foregoing instrument was acknowledged before me this 31st day of January, 2005, by
Jere McIntyre, the Vice President and Treasurer of The David J. Joseph Company, a Delaware
corporation, on behalf of the corporation.

Julie M Woodard
Notary Public

My Commission expires:

9/24/07



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires
September 24, 2007

EXHIBIT A

To the Memorandum of Amendment No. 1 dated January 31, 2005, between The David J. Joseph Company and Ohio Central Railroad, Inc.

DESCRIPTION OF UNITS

One hundred twenty-one (121) railcars bearing reporting mark MVRV with reporting numbers as follows:

7299
79000-79001, inclusive
79004
79006-79007, inclusive
79011-79014, inclusive
79016
79019
79021-79022, inclusive
79024
79028
79031-79032, inclusive
79034
79037-79038, inclusive
79041-79042, inclusive
79047
79049
79051-79055, inclusive
79058
79062-79066, inclusive
79068-79069, inclusive
79072
79075-79076, inclusive
79080
79082
79085-79086, inclusive
79091
79093
79095
79097
79100-79101, inclusive
79107-79109, inclusive
79112
79115

79118-79120, inclusive
79122
79127
79130-79131, inclusive
79133
79136-79137, inclusive
79140-79141, inclusive
79143
79148
79153-79157, inclusive
79159
79161-79162, inclusive
79170-79174, inclusive
79176
79181
79186-79187, inclusive
79190
79192
79194-79196, inclusive
79199
79201
79203
79206
79208-79210, inclusive
79214-79215, inclusive
79217-79219, inclusive
79221-79222, inclusive
79224-79228, inclusive
79230-79238, inclusive
79240